

RECORDED, 28010-155 FILED

APR 21 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 21, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of April 20, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A, and the Series B Security Agreement, a Memorandum of which is concurrently being filed under Recordation Number 28010-W.

The name and address of the party to the enclosed document are:

Secured Party: Deutsche Bank Trust Company Americas  
60 Wall Street, 26th Floor  
New York, NY 10005

[Grantors The CIT Group/Equipment Financing, Inc.  
The CIT Group/Corporate Aviation, Inc.  
c/o CIT Group Inc.  
1 CIT Drive  
Livingston, New Jersey 07039]

Chief, Section of Administration  
April 21, 2010  
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A description of the railroad equipment covered by the enclosed document is:

28 railcars: TCMX 152569, TCMX 152601, TCMX 152620, TCMX 152633, TCMX 152635, USBX 488812, USBX 488814, USBX 488825, USBX 488852, USBX 488860, USBX 488875, USBX 488913, USBX 488914, USBX 488922, USBX 488954, USBX 488956, USBX 488985, USBX 488991, USBX 488998, USBX 489043, USBX 489071, USBX 489076, USBX 489099, USBX 489100, USBX 489105, USBX 489115, USBX 489125 and USBX 489138

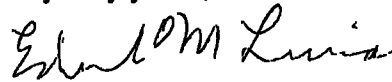
A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Edward M Luria

EML/bhs  
Enclosures

APR 21 '10 -9 00 AM

PARTIAL TERMINATION AND RELEASE OF SECURITY INTERESTSeries B

SURFACE TRANSPORTATION BOARD

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Series B Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Series B Subsidiary Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Series B Collateral Agreement, dated as of December 10, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc. and The CIT Group/Corporate Aviation, Inc. (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-W.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Collateral Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment, which proceeds shall be subject to the lien of the aforesaid Collateral Agreement to the extent provided for therein.

*[Signature pages follow]*

DEUTSCHE BANK TRUST COMPANY  
AMERICAS,  
as Collateral Agent

By: *Irene Siegel*

Name: IRENE SIEGEL  
Title: VICE PRESIDENT

By: *Jenna Kaufman*

Name: JENNA KAUFMAN  
Title: DIRECTOR

NOTARY STATEMENT

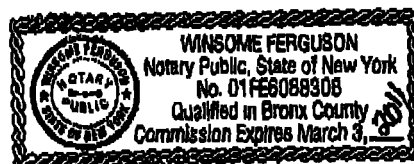
STATE OF NEW YORK )  
COUNTY OF NEW YORK )

I, Winsome Ferguson, a Notary Public, qualified in Bronx County,  
New York, do hereby certify that on this 20 day of April, 2010, personally appeared  
Irene Siegel and Jenna Kaufman, who acknowledged themselves  
to be Vice President and Director, respectively of Deutsche  
Bank Trust Company Americas, as Series B Subsidiary Collateral Agent and that they, as such  
officers being authorized to do so, executed the foregoing instrument in the capacity therein  
contained and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand.

*Winsome Ferguson*  
Notary Public

My commission expires: \_\_\_\_\_



## **Exhibit A**

Twenty eight (28) 4750 c.f. covered hopper cars, bearing the following marks and numbers:

	<b><u>Mark</u></b>	<b><u>Number</u></b>
1	TCMX	152569
2	TCMX	152601
3	TCMX	152620
4	TCMX	152633
5	TCMX	152635
6	USBX	488812
7	USBX	488814
8	USBX	488825
9	USBX	488852
10	USBX	488860
11	USBX	488875
12	USBX	488913
13	USBX	488914
14	USBX	488922
15	USBX	488954
16	USBX	488956
17	USBX	488985
18	USBX	488991
19	USBX	488998
20	USBX	489043
21	USBX	489071
22	USBX	489076
23	USBX	489099
24	USBX	489100
25	USBX	489105
26	USBX	489115
27	USBX	489125
28	USBX	489138